

WC 06-98

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB  
3060-0589

04-25-06 8145870 001

(1) LOCK BOX # 358145		FCC/MELLON		APR 21 2006	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Juan Guillermo Ducaud			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00		
(4) STREET ADDRESS LINE NO. 1 4045 N.W. 97th Avenue					
(5) STREET ADDRESS LINE NO. 2					
PAID BY CREDIT CARD					
(6) CITY Miami			(7) STATE FL	(8) ZIP CODE 33178	
(9) DAYTIME TELEPHONE NUMBER (include area code) 305-717-0291			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0011396058					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Americatel Corporation					
(14) STREET ADDRESS LINE NO. 1 4045 N.W. 97th Avenue					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Miami			(17) STATE FL	(18) ZIP CODE 33178	
(19) DAYTIME TELEPHONE NUMBER (include area code) 305-717-0291			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0003790227					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00		(27A) TOTAL FEE \$895.00			
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>James P. Schultz</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>James P. Schultz</u>			DATE <u>4/20/2006</u>		

April 20, 2006

**VIA MESSENGER**

Federal Communications Commission  
Wireline Competition Bureau  
CPD-214 Applications  
P. O. Box 358145  
Pittsburgh, PA 15251-5145

**Re: Americatel Corporation Joint Domestic/International Application**

Dear Sir or Madam:

Attached herewith is one copy of our joint domestic/international application for consent to the transfer of control of Americatel Corporation from Almendral, S.A., et al. to Platinum Equity, LLC, together with our Form 159 to cover the domestic filing fee of \$895 (the international fee was paid online).

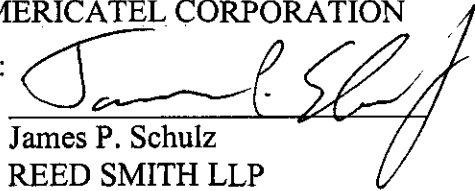
We have also included a "stamp and return" copy. Kindly mark this with your data of receipt for our courier.

If there are any questions regarding this filing or if you require any additional information, please do not hesitate to contact me.

Respectfully submitted,

AMERICATEL CORPORATION

By:

  
James P. Schulz  
REED SMITH LLP

LONDON • NEW YORK • LOS ANGELES • SAN FRANCISCO • WASHINGTON, D.C. • PHILADELPHIA • PITTSBURGH • OAKLAND • PRINCETON  
FALLS CHURCH • WILMINGTON • NEWARK • MIDLANDS, U.K. • CENTURY CITY • RICHMOND • HARRISBURG • LEESBURG • WESTLAKE VILLAGE

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"Stamp In" Copy

# ReedSmith

April 20, 2006

**VIA MESSENGER**

Federal Communications Commission  
Wireline Competition Bureau  
CPD-214 Applications  
P. O. Box 358145  
Pittsburgh, PA 15251-5145

FCC/WELLON

APR 21 2006

**Re: Americatel Corporation Joint Domestic/International Application**

Dear Sir or Madam:

Attached herewith is one copy of our joint domestic/international application for consent to the transfer of control of Americatel Corporation from Almendral, S.A., et al. to Platinum Equity, LLC, together with our Form 159 to cover the domestic filing fee of \$895 (the international fee was paid online).

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Respectfully submitted,

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3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only
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**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

Americatel Joint Domestic and International 214 Transfer of Control Application

**1. Legal Name of Applicant**

<b>Name:</b>	Americatel Corporation	<b>Phone Number:</b>	305-717-0292
<b>DBA Name:</b>		<b>Fax Number:</b>	305-599-6222
<b>Street:</b>	4045 N.W. 97th Avenue	<b>E-Mail:</b>	vlago@americatel.net
<b>City:</b>	Miami	<b>State:</b>	FL
<b>Country:</b>	USA	<b>Zipcode:</b>	33178 -
<b>Attention:</b>	Mr. Victor A. Lago		

## 2. Name of Contact Representative

<b>Name:</b>	James P. Schulz	<b>Phone Number:</b>	202-414-9234
<b>Company:</b>	Reed Smith, LLP	<b>Fax Number:</b>	202-414-9299
<b>Street:</b>	1301 K Street, NW Suite 1100 – East Tower	<b>E-Mail:</b>	jschulz@reedsmith.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20005-
<b>Attention:</b>	James P Schulz	<b>Relationship:</b>	Legal Counsel

## CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

☐ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

☒ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

☐ c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )

☐ d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

<b>File Number: IT</b> C214199704210 0220	<b>File Number: IT</b> C214199703120 0146	<b>File Number: IT</b> C214199604230 0165	<b>File Number: IT</b> C214199409220 0294	<b>File Number: IT</b> C214199405170 0162	<b>File Number: IT</b> C214199205120 0045	<b>File Number: IT</b> C214199205120 0044	<b>File Number:</b>
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5. Name of Section 214 Authorization Holder

**Name:** Americatel Corporation

**Phone** 305-717-0292  
**Number:**

**DBA Name:**

**Fax Number:** 305-599-6222

**Street:** 4045 N.W. 97th Avenue

**E-Mail:** vlago@americatel.net

**City:** Miami

**State:** FL

**Country:** USA

**Zipcode:** 33178

**Attention:** Victor A. Lago

6. Name of Assignor / Transferor

**Name:** Almendral, S.A.

**Phone** 115623344815

**Number:**

**DBA Name:**

**Fax Number:** 115623344655

**Street:** Isidora Goyenechea 3642, 4 Fl.

**E-Mail:** alvarocorrea@almendral.co.cl

Las Condes

**City:** Santiago

**State:**

**Country:** CHL

**Zipcode:** -

**Attention:** Alvaro Correa

7. Name of Assignee / Transferee

**Name:** Platinum Equity, LLC

**Phone Number:** 310-712-1850

**DBA Name:**

**Fax Number:** 310-712-1848

**Street:** 360 North Crescent Drive, South Building

**E-Mail:** EKalawski@platinumequity.com

**City:** Beverly Hills

**State:** CA

**Country:** USA

**Zipcode:** 90210

**Attention:** Eva Kalawski

8a. Is a fee submitted with this application?

- ☒ If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).  
☐ Governmental Entity ☐ Noncommercial educational licensee ☐ Notification of Pro Forma (No fee required.)  
☐ Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT – Section 214 Authority



9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Consent to the Transfer of Control of Americatel Corporation, the holder of Domestic and International Section 214 Authorizations Granted by the Commission, from Almendral, S.A., et al., to Platinum Equity, LLC.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

☒ Yes ☐ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

☐ Yes ☒ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. ☐ Yes ☒ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

☐ Yes ☒ No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

☐ Yes ☒ No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

☐ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

☐ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

☐ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61( c ) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. ☒ Yes ☐ No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) ☒ Yes ☐ No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. ☐ Yes ☐ No  
☒ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	<input checked="" type="radio"/> Yes <input type="radio"/> No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	<input checked="" type="radio"/> Yes <input type="radio"/> No

# CERTIFICATION

26. Printed Name of Assignor / Transferor Almendral, S.A.	29. Printed Name of Assignee / Transferee Platinum Equity, LLC
27. Title (Office Held by Person Signing) Chief Executive Officer, Almendral, S.A.	30. Title (Office Held by Person Signing) Executive Vice President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Alvaro Correa	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Eva Kalawski
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

## **FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT**

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERF, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to [Judith-B.Herman@fcc.gov](mailto:Judith-B.Herman@fcc.gov). PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember – You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

**THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.**



Pursuant to Section 214 of the Communications Act of 1934 (the “Act”), as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s rules, 47 C.F.R. §§ 63.04 and 63.24, Americatel Corporation (“Americatel” or “Applicant”) hereby seeks Commission authorization for the transfer of control of Americatel from Almendral, S.A. (“Almendral”), Empresa Nacional de Telecomunicaciones, S.A. (“Entel Chile”) and Entel International B.V.I. Corporation (“Entel BVI” and, together with Almendral and Entel Chile, “Transferors”), to Platinum Equity, LLC (“Platinum Equity” or “Transferee”). Americatel holds blanket domestic Section 214 authority under Section 63.01(a) of the Commission’s rules, and Commission authorizations to provide international facilities-based and resale

telecommunications services pursuant to Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules.<sup>1</sup>

As described below, Platinum Equity, Entel Chile, Entel BVI, and Americatel are parties to a stock purchase agreement (the "Stock Purchase Agreement") under which Platinum Equity will acquire from Entel BVI an 80 percent equity interest in, and thus control of, Americatel.<sup>2</sup> Following the transaction, Americatel will continue to provide services to its existing United States customers under existing service arrangements pursuant to its Section 214 authority granted by the Commission. The proposed transaction, therefore, will be seamless to Americatel's customers, and the parties anticipate no change to the rates, terms, or conditions of service currently being offered by Americatel to its customers as a result of this change of control. Attached hereto as Exhibit A are organization charts that illustrate the current corporate structure of the parties and the structure that will exist immediately following consummation of the proposed transfer of control.

## **I. DESCRIPTION OF THE PARTIES**

### **A. Americatel (Applicant/Licensee)**

Americatel is a corporation organized under the laws of the State of Delaware, with headquarters at 4045 NW 97<sup>th</sup> Avenue, Miami, Florida 33178. Serving the needs of United States customers with connections to the Latin American and Caribbean regions, Americatel provides international facilities-based and resold long distance telecommunications services, including presubscribed 1+ calling and casual calling (*i.e.*, "101XXXX") service. Americatel is

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<sup>1</sup> Americatel's international Section 214 authorizations are listed in Part V., below, in response to the information requested by Section 63.18(d).

<sup>2</sup> As described more fully below, Platinum Equity could potentially acquire as much as 100 percent of the voting shares of Americatel in connection with this transaction if certain minority shareholder tag along rights are exercised.

authorized to provide U.S. international service pursuant to its Section 214 authorizations specified in this application. In addition, Americatel provides domestic interstate interexchange telecommunications services pursuant to blanket Section 214 authority it holds under Section 63.01(a) of the Commission's rules, and provides domestic intrastate long distance telecommunications services pursuant to its various state authorizations.

**B. Almendral, S.A., Empresa Nacional de Telecomunicaciones, S.A., and Entel International B.V.I. Corporation (Transferors)**

In March, 2005, Almendral, a corporation organized under the laws of Chile, acquired a 54.76 percent controlling interest in Entel Chile, thus becoming the ultimate parent of Americatel.<sup>3</sup> Entel Chile, a corporation also organized under the laws of Chile, with headquarters in Santiago, Chile, is one of the largest long distance carriers in Chile and is a pioneer in the privatization of Latin America's telecommunications industry. Entel Chile holds its interest in Americatel indirectly, through its wholly-owned subsidiary Entel International B.V.I. Corporation ("Entel BVI"), a corporation organized under the laws of the British Virgin Islands. Entel BVI, in turn, holds an 80 percent ownership interest in Americatel.<sup>4</sup> Entel BVI is

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<sup>3</sup> See *Applications Granted; Applications of AmericaSky Corporation and Americatel Corporation to Transfer Control of Licenses and Authorizations and Request for a Declaratory Ruling on Foreign Ownership*, Public Notice, WC Dkt. No. 05-40, DA 05-745, rel. Mar. 22, 2005 (hereinafter *Almendral Order*). Almendral is not a party to the instant transaction, nor is any action or approval on the part of Almendral required to effect the contemplated transaction; the decision to sell all of the issued and outstanding shares of Americatel held by Entel BVI was taken entirely at the Entel Chile, Entel BVI, and Americatel levels, and was a decision made within the duly authorized corporate powers of those entities. The consummation of the transaction contemplated in the Stock Purchase Agreement will extinguish any and all direct and indirect interest in Americatel of Almendral, S.A.

<sup>4</sup> The remaining 20 percent of Americatel's equity is currently held by three corporations, one of which is a Florida corporation, and the other two of which are non-United States-chartered corporations. None of these corporations holds more than 10 percent of the equity of Americatel. These minority shareholders hold tag along rights to sell all of their Americatel shares to Platinum Equity in connection with this transaction. If the minority shareholders exercise these tag along rights, Platinum Equity will acquire as much as 100 percent of the issued

a company with no operations or operating assets, and no other material telecommunications interests.

**C. Platinum Equity, LLC (Transferee)**

Platinum Equity is a limited liability company formed under the laws of Delaware, and is headquartered in Beverly Hills, California. Platinum Equity is a global firm specializing in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution. Since its founding in 1995, Platinum Equity has acquired more than 60 businesses with more than \$12 billion in aggregate revenue at the time of acquisition.

Since 1999, Platinum Equity has indirectly held 100 percent of the equity of Matrix Telecom, Inc. ("Matrix"), a competitive provider of integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services throughout the United States.<sup>5</sup> Matrix holds Commission-issued Section 214 authority to provide international resold telecommunications services, as well as blanket authority under Section 63.01(a) of the Commission's rules to provide domestic interstate interexchange and exchange access services.<sup>6</sup>

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and outstanding shares of Americatel as a result of this transaction. These tag along rights are exercisable solely at the discretion of the minority shareholders.

<sup>5</sup> See Public Notice, Report No. TEL-00159, International Authorizations Granted, DA-99-2566 (rel. Nov. 18, 1999) (File No. ITC-T/C-19991018-00664).

<sup>6</sup> In 2005, Matrix completed the acquisition of certain assets from Global Crossing Telecommunications, Inc. ("GC") primarily consisting of the customer base of GC's Small Business Group. See Public Notice, Report No. TEL-00907, International Authorizations Granted, DA No. 05-1295 (Rel. May 5, 2005) (File No. ITC-ASG-20050321-00150). In addition to its experience with Matrix, Platinum Equity has invested in several other

## **II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)**

Americatel is a subsidiary of Entel BVI, a company organized under the laws of the British Virgin Islands, which, in turn, is a wholly-owned subsidiary of Entel Chile, a domestic and international long distance carrier in Chile organized under the laws of Chile. As noted above, Entel BVI owns 80 percent of the issued and outstanding shares of Americatel.

Pursuant to the Stock Purchase Agreement, Platinum Equity<sup>7</sup> will acquire all of the shares of Americatel held by Entel BVI, constituting an 80 percent<sup>8</sup> voting and equity interest in, and thus control of, Americatel.<sup>9</sup>

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telecommunications-related companies. Other Platinum Equity portfolio companies include Operator Service Company, LLC, a provider of directory assistance, operator services, interactive voice response, and customer relationship management services; and iET Solutions, LLC, a provider of customer relationship management software.

<sup>7</sup> It is possible that Platinum Equity may acquire the Americatel shares through an intermediate wholly-owned subsidiary. In such a case, Platinum Equity will remain the controlling party.

<sup>8</sup> *But see supra* note 4, regarding the possible exercise of tag along rights by the minority shareholders, which could increase Platinum Equity's stake to as much as 100%.

<sup>9</sup> Americatel is currently an affiliate of AmericaSky Corporation ("AmericaSky"), a corporation in which Entel Chile holds an indirect 100 percent ownership interest. *See Almendral Order* at 2. AmericaSky currently holds Commission-issued Section 214 authority to provide international telecommunications services, as well as two earth station licenses. *See Americasky Corporation Application for Authority to Use Its Miami, Florida Earth Stations to Provide Capacity to International Common Carriers*, 9 FCC Rcd 6411 (Int. Bur. 1994). AmericaSky is not a party to this transaction. However, this transaction contemplates the assignment of AmericaSky's two earth station licenses to Americatel, which currently is the only customer for AmericaSky's services. Accordingly, concurrently with this application, AmericaSky is filing an application for consent to assign its earth station licenses to Americatel, *see Application of AmericaSky for Consent to Assign Its Earth Station Licenses to Americatel Corporation*, Submission ID: IB2006001083, File No. \_\_\_\_\_, filed Apr. 20, 2006, as well as an application for consent to assign AmericaSky's international 214 authorization to Americatel, *see Application of AmericaSky for Consent to Assign Its International 214 Authorization to Americatel Corporation*, Submission ID: IB2006001083, File No. \_\_\_\_\_, filed Apr. 20, 2006.

### **III. PUBLIC INTEREST STATEMENT**

Approval of the proposed Transaction will serve the public interest. As a result of the proposed Transaction, Americatel – already one of the largest U.S.-based telecommunications carriers that provides high quality and competitively priced services specifically tailored to the needs of the U.S. Hispanic market – will be backed by an entity (Platinum Equity) that has the experience and financial means to enable Americatel to continue to bring competitive integrated telecommunications services to consumers in the United States.

Platinum Equity has substantial experience in owning and operating telecommunications and telecommunications-related companies. In 1999, Platinum Equity acquired Matrix Telecom a competitive provider of integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services.

Backed by Platinum Equity's experience and financial resources, Americatel will be well-positioned to offer new and improved services to its customers. In addition, under the new Platinum Equity ownership, it is anticipated that the majority of Americatel's management team responsible for Americatel's day-to-day operations will remain with Americatel and will continue to be responsible for the operations of Americatel. Thus, the Transaction should not have a direct impact on the day-to-day management or operations of Americatel. Moreover, the proposed transaction will be consummated in a fashion that will be seamless to the public, and will not in any way inconvenience or cause harm to any of Americatel's customers.

### **IV. REQUEST FOR STREAMLINED PROCESSING**

As discussed below, this application is eligible for presumptive streamlined treatment under Sections 63.03(b)(2)(i) and 63.12(a) of the Commission's rules, 47 C.F.R.

§§63.03(b)(2) and 63.12, and Americatel hereby requests streamlined processing.<sup>10</sup>

With respect to Americatel's domestic authority, this Application is eligible for presumptive streamlining pursuant to Section 63.03(b)(2)(i) of the Commission's rules.<sup>11</sup> Platinum Equity (including any affiliated entity or entities within the meaning of Section 3(1) of the Communications Act of 1934, as amended<sup>12</sup>), as the transferee, will have less than a 10 percent market share in the interstate, interexchange market and will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Furthermore, neither Americatel nor Platinum Equity (nor any affiliate of either) is dominant in the provision of any service. Accordingly, this Application fits the category for presumptive streamlining identified in Section 63.03(b)(2)(i) of the Commission's rules.

With respect to Americatel's international authorizations, this Application is eligible for streamlined processing pursuant to Section 63.12(a) of the Commission's rules because it is not excluded from such streamlined processing under any of the exclusionary criteria set forth in Section 63.12(c).<sup>13</sup> Neither Americatel nor Platinum Equity is affiliated with a foreign carrier that is dominant in any destination market,<sup>14</sup> nor will either of them be affiliated with a dominant U.S.

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<sup>10</sup> If for any reason the Commission denies streamlined processing, the parties hereby request expedited review and processing of this Application to maximize the benefits to consumers. The parties have structured this transaction so that it will proceed as quickly as possible to avoid any confusion or inconvenience to Americatel's customers. The public interest therefore supports commencement of the review process as soon as possible and conclusion of the review in no more than sixty (60) days from the date hereof.

<sup>11</sup> 47 C.F.R. § 63.03(b)(2)(i).

<sup>12</sup> See 47 U.S.C. § 153(1); 47 C.F.R. §63.03(b)(3).

<sup>13</sup> 47 C.F.R. § 63.12(a, c).

<sup>14</sup> See 47 C.F.R. §63.12(c)(1)(i). Specifically, Americatel's current affiliation with Entel Chile will be extinguished by this transaction and, in any event, the Commission has concluded that Entel Chile "has no control over bottleneck services or facilities that can be used to

carrier whose international switched or private line services Americatel seeks authority to resell.<sup>15</sup> Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12(a) of the Commission's rules.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e) of the Commission's rules, in support of this application Americatel submits the following information requested by Section 63.18(a)–(d) for the Applicant, the Transferors and the Transferee, and submits the information requested by Section 63.18(h)–(p) for the Transferee:

**Section 63.18 (Applicant, Transferors and Transferee) –**

**(a) Name, address and telephone number of Applicant, Transferors and Transferee:**

**Applicant/Licensee:**

Americatel Corporation  
4045 NW 97<sup>th</sup> Avenue  
Miami, Florida 33178  
(305) 717-0200

FRN: 0003790227

**Transferors:**

Almendral, S.A.

FRN: 0014929186

Isidora Goyenechea 3642, Piso 4  
Las Conde  
Santiago, Chile  
011 (562) 334-4815

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discriminate against unaffiliated U.S. carriers terminating traffic in Chile.” *Americatel Corporation, Petition for Expedited Modification of Regulatory Status from Dominant to Non-Dominant for International Communications Services with Chile*, File Nos. I-S-P-96-002, I-T-C-96-263, Order and Authorization, 11 FCC Rcd 9995 (1996), at para 11.

<sup>15</sup> See 47 C.F.R. §63.12(c)(2).



Empresa Nacional  
de Telecomunicaciones, S.A.  
Av. Andres Bello 2687  
Piso 14, Edificio Palacio  
Las Condes, Santiago  
Chile  
011 (562) 360-0123

ENTEL International  
B.V.I. Corporation  
Av. Andres Bello 2687  
Piso 14, Edificio Palacio  
Las Condes, Santiago  
Chile  
011 (562) 360-0123

**Transferee:**

Platinum Equity, LLC  
360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
USA  
(310) 712-1850

FRN: 0014921878

**(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized:**

**Applicant/Licensee:** Americatel is a corporation organized under the laws of the State of Delaware.

**Transferors:** Almendral, S.A. is a corporation organized under the laws of Chile.

Entel Chile is a corporation organized under the laws of Chile.

Entel BVI is a corporation organized under the laws of the British Virgin Islands.

**Transferee:** Platinum Equity is a limited liability company formed under the laws of the State of Delaware.